

NOV-04-2004 11:09

CT WILMINGTON

P.04/05

EXHIBIT A**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION****CERTIFICATE OF INCORPORATION
OF
MEDTRONIC ANGIOLINK, INC.**

The undersigned, being of full age, for the purpose of forming a corporation under and pursuant to the Delaware General Corporation Law, as amended, hereby adopts the following Certificate of Incorporation:

ARTICLE 1 - NAME

The name of the corporation shall be Medtronic AngioLink, Inc.

ARTICLE 2 - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3 - PURPOSES

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful acts and activities for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4 - STOCK

The aggregate number of shares the corporation has authority to issue shall be 2,500 shares of Common Stock, \$0.01 par value. Holders of Common Stock shall be entitled to one vote for each share of Common Stock held of record.

ARTICLE 5 - RIGHTS OF STOCKHOLDERS

5.1) No Preemptive Rights. No holder of shares of the corporation of any class now or hereafter authorized has any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

5.2) No Cumulative Voting Rights. No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

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P.05/25

ARTICLE 6 - MEETINGS AND BOOKS

6.1) Meetings of Stockholders and Election of Directors. Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. Elections of directors need not be by written ballot unless and except to the extent that the Bylaws so provide.

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ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended from time to time. No repeal or modification of this Article 7 by the stockholders shall adversely affect any right or protection of a director of the corporation existing by virtue of this Article 7 at the time of such repeal or modification.

ARTICLE 8 - BYLAWS

The Board of Directors is expressly authorized to make and alter Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the General Corporation Law of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 1st day of November, 2004.

ANGIOLINK CORPORATION

By: 

James Lousourian
President and Chief Executive Officer

BOSTON 2291189-3

**In the United States Patent & Trademark Office
FILING ACKNOWLEDGMENT**

Mailing Date:	May 27, 2005	Appl. No.:	
Ref No.:	G878	Filing Date:	
Inventor(s):		Atty:	MJJ
Title:			

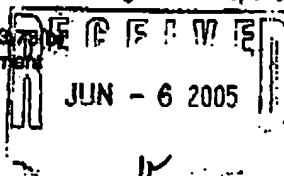
- ☒ Transmittal Form
- ☒ Revocation of Power of Attorney, Change of Correspondence Address
- ☒ Power of Attorney
- ☒ Statement under 37 CFR 3.73(b)
- ☒ Copy of Recorded Assignment
- ☒ Return Postcard

Please stamp the date of receipt of the enclosed documents and return this card to addressee

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UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

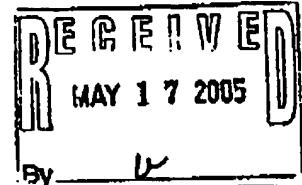


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MAY 16, 2005

PTAS

MEDTRONIC VASCULAR, INC.
3576 UNOCAL PLACE
SANTA ROSA, CA 95403



UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT SERVICES DIVISION, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 05/16/2005

REEL/FRAME: 016016/0151
NUMBER OF PAGES: 8

BRIEF: MERGER (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

ANGIOLINK CORPORATION

DOC DATE: 11/01/2004

ASSIGNOR:

SWINGLINE ACQUISITION CORP.

DOC DATE: 11/01/2004

ASSIGNEE:

MEDTRONIC ANGIOLINK, INC.
3576 UNOCAL PLACE
SANTA ROSA, CALIFORNIA 95403

SERIAL NUMBER: 09486185

PATENT NUMBER:

TITLE: VASCULAR SUCTION CANNULA, DILATOR AND SURGICAL STAPLER

FILING DATE: 02/18/2000

ISSUE DATE:

SERIAL NUMBER: 10689358

PATENT NUMBER:

TITLE: VASCULAR SUCTION CANNULA, DILATOR AND SURGICAL STAPLER

FILING DATE: 10/20/2003

ISSUE DATE:

DOCKETED

DOC. 1254

RED BOOK

2nd Review

RightFax 5/16/05 8:00 PAGE 003/008 Fax Server

016016/0151 PAGE 2

SERIAL NUMBER: 09582241 *72205.01 US*
PATENT NUMBER: *2205*
TITLE: ANGULAR VASCULAR STENT
FILING DATE: 06/22/2000
ISSUE DATE:

SERIAL NUMBER: 60230234 *72205.01*
PATENT NUMBER: *710*
TITLE: WOUND SITE MANAGEMENT AND WOUND CLOSURE DEVICE
FILING DATE: 09/01/2000
ISSUE DATE:

SERIAL NUMBER: 10036690 *72205.02*
PATENT NUMBER: *0187*
TITLE: ADVANCED WOUND SITE MANAGEMENT SYSTEMS AND METHODS
FILING DATE: 12/21/2001
ISSUE DATE:

SERIAL NUMBER: 10338466 *72205.01*
PATENT NUMBER: *CONV*
TITLE: WOUND SITE MANAGEMENT AND WOUND CLOSURE DEVICE
FILING DATE: 01/08/2003
ISSUE DATE:

SERIAL NUMBER: 10350268 *72205.02*
PATENT NUMBER: *CONV*
TITLE: ADVANCED WOUND SITE MANAGEMENT SYSTEMS AND METHODS
FILING DATE: 01/23/2003
ISSUE DATE:

SERIAL NUMBER: 10636072 *72205.01*
PATENT NUMBER: *01P2*
TITLE: ADVANCED WOUND SITE MANAGEMENT SYSTEMS AND METHODS
FILING DATE: 08/06/2003
ISSUE DATE:

SERIAL NUMBER: 10879955 *72205.02*
PATENT NUMBER: *DIV1*
TITLE: ADVANCED WOUND SITE MANAGEMENT SYSTEMS AND METHODS
FILING DATE: 06/29/2004
ISSUE DATE:

SERIAL NUMBER: 10899911 *72205.01*
PATENT NUMBER: *CONV*
TITLE: ADVANCED WOUND SITE MANAGEMENT SYSTEMS AND METHODS
FILING DATE: 07/27/2004
ISSUE DATE:

SERIAL NUMBER: 09658790 *72205.00*
PATENT NUMBER: *US*
TITLE: WOUND SITE MANAGEMENT AND WOUND CLOSURE DEVICE
FILING DATE: 09/11/2000
ISSUE DATE: 02/19/2002

SERIAL NUMBER: 09658787 *72205.01*
PATENT NUMBER: *US*
TITLE: WOUND SITE MANAGEMENT AND WOUND CLOSURE DEVICE
FILING DATE: 09/11/2000
ISSUE DATE: 01/14/2003

SERIAL NUMBER: 09658786 *72205.02*
PATENT NUMBER: *US*
TITLE: WOUND SITE MANAGEMENT AND WOUND CLOSURE DEVICE
FILING DATE: 09/11/2000
ISSUE DATE: 11/27/2001

SERIAL NUMBER: 09684782 *72205.02*
PATENT NUMBER: *01P1*
TITLE: ADVANCED WOUND SITE MANAGEMENT SYSTEMS AND METHODS
FILING DATE: 06/19/2001
ISSUE DATE: 06/29/2004

SERIAL NUMBER: 09915107 *72205.02*
PATENT NUMBER: *01P2*
TITLE: ADVANCED WOUND SITE MANAGEMENT SYSTEMS AND METHODS
FILING DATE: 07/25/2001
ISSUE DATE: 03/18/2003

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PAGE 004/008

Fax Server

016016/0151 PAGE 3

SERIAL NUMBER: 10178030

PATENT NUMBER: 6767356

TITLE: ADVANCED WOUND SITE MANAGEMENT SYSTEMS AND METHODS

FILING DATE: 06/21/2002

ISSUE DATE: 07/27/2004

TONYA LEE, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

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5/18/05 8:00

PAGE 005/003

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PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.105/16/2005
500031487

SUBMISSION TYPE:	NEW ASSIGNMENT																												
NATURE OF CONVEYANCE:	MERGER																												
EFFECTIVE DATE:	11/01/2004																												
CONVEYING PARTY DATA																													
<table border="1"><thead><tr><th>Name</th><th>Expiration Date</th></tr></thead><tbody><tr><td>AngioLink Corporation</td><td>11/01/2004</td></tr><tr><td>AngioLink Acquisition Corp.</td><td>11/01/2004</td></tr></tbody></table>		Name	Expiration Date	AngioLink Corporation	11/01/2004	AngioLink Acquisition Corp.	11/01/2004																						
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RECEIVING PARTY DATA																													
<table border="1"><tr><td>Name:</td><td>Medtronic AngioLink, Inc.</td></tr><tr><td>Street Address:</td><td>3970 Unisys Place</td></tr><tr><td>City:</td><td>San Jose</td></tr><tr><td>State/Country:</td><td>CALIFORNIA</td></tr><tr><td>Postal Code:</td><td>95103</td></tr></table>		Name:	Medtronic AngioLink, Inc.	Street Address:	3970 Unisys Place	City:	San Jose	State/Country:	CALIFORNIA	Postal Code:	95103																		
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PROPERTY NUMBERS Total: 10																													
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Application Number:</td><td>02400185</td></tr><tr><td>Application Number:</td><td>10200369</td></tr><tr><td>Application Number:</td><td>02622241</td></tr><tr><td>Application Number:</td><td>00200294</td></tr><tr><td>Patent Number:</td><td>6348024</td></tr><tr><td>Patent Number:</td><td>6502210</td></tr><tr><td>Patent Number:</td><td>6222503</td></tr><tr><td>Patent Number:</td><td>6756248</td></tr><tr><td>Patent Number:</td><td>6533762</td></tr><tr><td>Application Number:</td><td>10038320</td></tr><tr><td>Patent Number:</td><td>6707398</td></tr><tr><td>Application Number:</td><td>10359403</td></tr><tr><td>Application Number:</td><td>10040203</td></tr></tbody></table>		Property Type	Number	Application Number:	02400185	Application Number:	10200369	Application Number:	02622241	Application Number:	00200294	Patent Number:	6348024	Patent Number:	6502210	Patent Number:	6222503	Patent Number:	6756248	Patent Number:	6533762	Application Number:	10038320	Patent Number:	6707398	Application Number:	10359403	Application Number:	10040203
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PAGE 006/006

Fax Server

Application Number: 10635072

Application Number: 10878955

Application Number: 10899911

CORRESPONDENCE DATA

Fax Number: (707)543-5420

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (707) 591-2515

Email: kimberly.melvin@medtronic.com

Correspondent Name: Medtronic Vascular, Inc.

Address Line 1: 3576 Unocal Place

Address Line 4: Santa Rosa, CALIFORNIA 95403

NAME OF SUBMITTER:

Michael J. Jaro

Total Attachments: 6

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Delaware

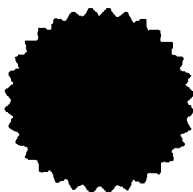
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SWINGLINE ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "ANGIOLINK CORPORATION" UNDER THE NAME OF
"MEDTRONIC ANGIOLINK, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE FIRST DAY OF NOVEMBER, A.D. 2004,
AT 8:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



3064996 8100M

040788327

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3455076

DATE: 11-04-04

NOV-04-2004 11:09

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P.02/05

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:45 PM 11/01/2004
FILED 08:45 PM 11/01/2004
SRV 040788327 - 3064996 FILE

**CERTIFICATE OF MERGER
OF
SWINGLINE ACQUISITION CORP.
INTO
ANGIOLINK CORPORATION**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST, That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
AngioLink Corporation	Delaware
Swingline Acquisition Corp.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is AngioLink Corporation, which upon the merger will change its name to "Medtronic AngioLink, Inc."

FOURTH: That the amended and restated certificate of incorporation of the surviving corporation shall, as a result of the merger, be amended and restated in its entirety to read as set forth on Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation c/o Medtronic, Inc., World Headquarters - MS LC300, 710 Medtronic Parkway, Minneapolis, MN 55432-5604

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

NOV-04-2004 11:09

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IN WITNESS WHEREOF, AngioLink Corporation has caused this Certificate of Merger to be executed by its officer(s) thereunto duly authorized.

ANGIOLINK CORPORATION

By: /s/ James Lousarian

Its: President

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P.05/06

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By: 

James Lousarian

President and Chief Executive Officer

BOSTON 2291189-3